



CORPORATION SERVICE COMPANY

June 20, 2005

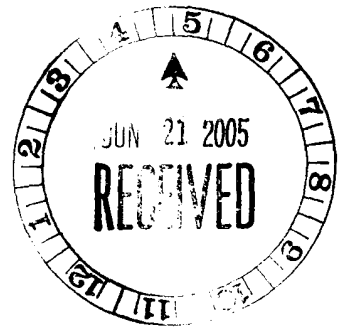
Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
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(202) 565-9004 – Fax  
[Barbara.Saddler@stb.dot.gov](mailto:Barbara.Saddler@stb.dot.gov)

RECORDATION NO. 25658 FILED

JUN 22 '05

4-49 PM

SURFACE TRANSPORTATION BOARD



RE: 144298-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 15, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
1211 Avenue of the Americas New York, NY 10036

Lessee: **FLINT HILLS RESOURCES, LP**  
4111 East 37<sup>th</sup> Street North Wichita, KS 67220

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **FLINT HILLS RESOURCES, LP** covering 51 rail cars with reporting marks and numbers –NATX 076004 – RTMX 012185 – NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

## MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated effective as of this 15th day of June, 2005, is made by C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and FLINT HILLS RESOURCES, LP, a Delaware limited partnership, with an address at 4111 East 37<sup>th</sup> Street North, Wichita, Kansas, 67220 (the "Lessee" and, together with the Lessor, the "Parties").

### KNOW ALL PERSONS BY THESE PRESENTS THAT:

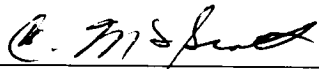
WHEREAS, the Lessor (as assignee of General Electric Railcar Services Corporation) and Koch Materials Company ("Koch") entered into that certain Amended and Restated Car Leasing Agreement 5015-83 dated as of November 9, 1994 (the "Master Lease") and Rider No. 18 thereto dated March 29, 2001 (the "Rider"). The Rider and all amendments, modifications and extensions thereto and the Master Lease, to the extent incorporated in or relating to the Rider are collectively referred to as the "Lease" and cover the equipment listed on Exhibit A hereto (the "Equipment");

WHEREAS, Koch assigned the Lease to Lessee effective as of June 15, 2005; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

### C.I.T. LEASING CORPORATION


By:   
Name: CHARLES MCGRATH  
Title: VICE PRESIDENT

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### FLINT HILLS RESOURCES, LP

By:   
Name: Bradley J. Razook  
Title: Exec. Vice Pres - Supply and Marketing

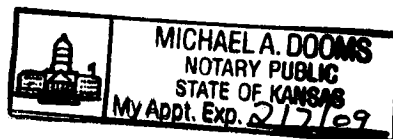
SURFACE TRANSPORTATION BOARD

State of Kansas )  
County of Sedgwick )

On this, the 13 day of June, 2005, before me, a Notary Public in and for said County and State, personally appeared Bradley T. Rozook, the Exec. VP - Supply & Mktg of FLINT HILLS RESOURCES, LP, who acknowledged himself/herself to be a duly authorized officer of FLINT HILLS RESOURCES, LP and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: [Signature]  
Notary Public



My Commission Expires: 2/7/09

State of New York                    )  
  )  
County of New York                )

On this, the 15<sup>th</sup> day of June, 2005, before me, a Notary Public in and for said County and State, personally appeared Charles Mc GRATH, the VP of C.I.T. LEASING CORPORATION who acknowledged himself/herself to be a duly authorized officer of C.I.T. LEASING CORPORATION, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Barbara Garner  
Notary Public

BARBARA GARNER  
Notary Public, State of New York  
No. C1GA5065133  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires Sept. 3, 2006

My Commission Expires: \_\_\_\_\_

## EXHIBIT A

Page 1

## CAR LIST

CAR INIT	CAR NUMBER	CAR INIT	CAR NUMBER	CAR INIT	CAR NUMBER	CAR INIT	CAR NUMBER
NATX	076004						
NATX	076006						
NATX	076007						
NATX	076037						
NATX	076074						
NATX	076128						
NATX	076161						
NATX	076166						
NATX	076167						
NATX	076175						
NATX	076176						
NATX	076177						
NATX	076182						
NATX	076186						
NATX	076238						
NATX	076240						
NATX	076278						
NATX	076282						
NATX	076283						
NATX	076309						
NATX	076331						
NATX	076334						
NATX	076353						
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NATX	076357						
NATX	076376						
NATX	076422						
NATX	076465						
NATX	076513						
NATX	076639						
NATX	076658						
NATX	076659						
NATX	076815-						

## EXHIBIT A

Page 1

## CAR LIST

CAR INIT	CAR NUMBER	CAR INIT	CAR NUMBER	CAR INIT	CAR NUMBER	CAR INIT	CAR NUMBER
NATX	076036						
NATX	076064						
NATX	076083						
NATX	076086						
NATX	076143						
NATX	076356						
NATX	076601						
NATX	076754						
NATX	076837						
NATX	076841						
NATX	076861						
NATX	076884						
NATX	076888						
NATX	076891						
NATX	076892						
NATX	076903						
RTMX	002232						
RTMX	012185						